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9 *Counsel for Plaintiff Charles R. King*

10 **UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

11 IN RE VERIFONE HOLDINGS, INC.
12 SHAREHOLDER DERIVATIVE
13 LITIGATION

Master File No. C 07-06347 MHP

Judge: The Hon. Marilyn H. Patel
Courtroom 15

14 **~~[PROPOSED]~~ ORDER**
15 **CONSOLIDATING RELATED**
SHAREHOLDER DERIVATIVE
16 **ACTIONS AND APPOINTING LEAD**
PLAINTIFF AND LEAD COUNSEL

17 This Document Relates To:
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19 [See additional captions on following pages]
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CHARLES R. KING, Derivatively on
Behalf of Nominal Defendant,
VERIFONE HOLDINGS, INC.,

Plaintiff,

vs.

DOUGLAS G. BERGERON, JAMES
C. CASTLE, LESLIE G. DENEND,
ALEX W. (PETE) HART, ROBERT B.
HENSKE, EITAN RAFF, CHARLES
R. RINEHART, COLLIN E. ROCHE,
CRAIG A. BONDY, and BARRY
ZWARENSTEIN,

Defendants,

-and-

VERIFONE HOLDINGS, INC.,

NOMINAL DEFENDANT.

Case No. C 07-cv-06347-MHP

ARTHUR HILBORN, Derivatively on
Behalf of Nominal Defendant,
VERIFONE HOLDINGS, INC.,

Plaintiff,

vs.

DOUGLAS G. BERGERON, JESSE
ADAMS, ISAAC ANGEL, WILLIAM
ATKINSON, CRAIG A. BONDY,
JAMES C. CASTLE, LESLIE G.
DENEND, ALEX W. HART, ROBERT
B. HENSKE, CHARLES R.
RINEHART, COLLIN E. ROCHE,
ELMORE WALLER, and BARRY
ZWARENSTEIN,

Defendants,

-and-

VERIFONE HOLDINGS, INC.,

NOMINAL
DEFENDANT.

Case No. C 08-cv-01132-PVT

1 ARUNBHAI PATEL, Derivatively on
2 Behalf of Nominal Defendant,
3 VERIFONE HOLDINGS, INC.,

4 Plaintiff,

5 vs.

6 DOUGLAS G. BERGERON, JESSE
7 ADAMS, ISAAC ANGEL, WILLIAM
8 ATKINSON, CRAIG A. BONDY,
9 JAMES C. CASTLE, LESLIE G.
10 DENEND, ALEX W. HART, ROBERT
11 B. HENSKE, CHARLES R.
12 RINEHART, COLLIN E. ROCHE,
13 ELMORE WALLER, and BARRY
14 ZWARENSTEIN,

15 Defendants,

16 -and-

17 VERIFONE HOLDINGS, INC.,

18 NOMINAL DEFENDANT.

Case No. C 08-cv-01133-HRL

19 MARY LEMMOND and WANDELL
20 EVERETT, Derivatively on Behalf of
21 VERIFONE HOLDINGS, INC.,

22 Plaintiff,

23 vs.

24 DOUGLAS G. BERGERON, BARRY
25 ZWARENSTEIN, JESSE ADAMS,
26 ISAAC ANGEL, ELMORE WALLER,
27 COLLIN E. ROCHE, JAMES C.
28 CASTLE, LESLIE G. DENEND,
ALEX W. HART, ROBERT B.
HENSKE, CHARLES R. RINEHART,
EITAN RAFF, WILLIAM G.
ATKINSON, CRAIG A. BONDY,
GTCR GOLDBERGER RAUNER, LLC, and
DOES 1-25, inclusive,

Defendants,

-and-

VERIFONE HOLDINGS, INC., a
Delaware Corporation

NOMINAL DEFENDANT.

Case No. C 08-cv-01301-RS

On April 28, 2008, the Court held a hearing concerning Plaintiffs' motions to consolidate the various VeriFone Holdings, Inc. ("VeriFone") shareholder derivative actions in this District and to appoint lead plaintiff and lead counsel [Dkt. Nos. 15, 18, & 20 filed in *King v. Bergeron, et al.*, C 07-6347-MHP]. Upon consideration of the motions, and all responses thereto, and good cause appearing therefore, it is hereby ORDERED as follows:

I. CONSOLIDATION OF ACTIONS

1. The following VeriFone shareholder derivative actions are consolidated pursuant to Rule 42(a) of the Federal Rule of Civil Procedure for all purposes, including pretrial proceedings, trial and appeal (the "Consolidated VeriFone Shareholder Derivative Action"):

CASE NAME	CASE NO.	DATE ACTION FILED	JUDGE
<i>King v. Bergeron, et al.</i>	C 07-6347-MHP	December 14, 2007	Hon. Marilyn H. Patel
<i>Hilborn v. Bergeron, et al.</i>	C 08-1132 MHP	February 26, 2008	Hon. Marilyn H. Patel
<i>Patel v. Bergeron, et al.</i>	C 08-1133 MHP	February 26, 2008	Hon. Marilyn H. Patel
<i>Lemmond, et al. v. VeriFone Holdings, Inc., et al.</i>	C 08-1301-MHP	March 5, 2008	Hon. Marilyn H. Patel

2. Any other shareholder derivative actions now pending or later filed in, or transferred to, this District which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court's attention.

3. Every pleading filed in the Consolidated VeriFone Shareholder Derivative Action shall bear the following caption:

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE VERIFONE HOLDINGS, INC.
SHAREHOLDER DERIVATIVE
LITIGATION

Master File No. C 07-6347 MHP

Judge: The Hon. Marilyn H. Patel

Courtroom: 15

This Document Relates To: No. CV 07 6347
(King); No. CV 08 1132 (Hilborn); No. CV 08
1133 (Patel); No. CV 08 1301 (Lemmond).

II. APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL

4. Charles R. King shall be appointed Lead Plaintiff of the Consolidated VeriFone Shareholder Derivative Action.

5. The law firm of Scott + Scott, LLP shall be appointed Lead Counsel for plaintiffs in the Consolidated VeriFone Shareholder Derivative Action.

6. Lead Counsel shall have authority to speak for plaintiffs in matters regarding pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Lead Counsel shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except through Lead Counsel.

8. Lead Counsel also shall be available and responsible for communications to and from this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel.

9. Defendants' counsel may rely upon all agreements made with Lead Counsel, or other duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

III. SCHEDULE

10. Lead Plaintiff shall file and serve a Consolidated Complaint in the Consolidated VeriFone Shareholder Derivative Action, which will supersede all existing complaints filed in these actions, by June 13, 2008. Defendants need not respond to any of the pre-existing complaints.

11. Defendants shall answer or otherwise respond to the Consolidated Complaint by August 1, 2008.

12. In the event Defendants filed any motion in response to the Consolidated Complaint, including any motion under Rule 12 of the Federal Rules of Civil Procedure, Lead Plaintiff shall file and serve his opposition by September 8, 2008.

13. Defendants shall file any reply to Lead Plaintiff's opposition by September 22, 2008.

14. Motions will be heard at 2:00 p.m. on October 6, 2008.

IT IS SO ORDERED

Dated: May 14, 2008



CERTIFICATE OF SERVICE

I hereby certify that on May 13, 2008, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on May 13, 2008.

/s/ Arthur L. Shingler III
ARTHUR L. SHINGLER III

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